

LAW OFFICES  
MITCHELL, SILBERBERG & KNUPP  
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

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WRITER'S DIRECT NUMBER  
(213)

OUR FILE NUMBER  
312-3210

03710-3-294  
ZAKAJS1047  
F-321L

REGISTRATION NO. 13220-F

JAN 15 1988 - 10 15 AM

January 14, 1988

INTERSTATE COMMERCE COMMISSION

Date

Fee \$

ICC Washington, D. C.

VIA COURIER

Secretary,  
Interstate Commerce Commission  
Washington, D.C. 20423  
Attn: Ms. Mildred Lee, Room 2303

Dear Ms. Lee:

Enclosed are a fully executed and acknowledged original and a fully executed and acknowledged counterpart of an Officer's Certificate, dated as of January 12, 1988, executed by the Vice President and Treasurer of Occidental Chemical Corporation ("OCC"), and attached to which is a certified copy of the Certificate of Merger filed with the Department of State of the State of New York in connection with the merger of Oxychem Properties Corporation with and into OCC (with OCC as the surviving corporation), which merger became effective on November 30, 1987 (such Officer's Certificate, including the attachment thereto, the "Certificate"). The Certificate is to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The Certificate is a secondary document. The primary document to which it is connected is recorded under Recordation No. 13220.

We request that the Certificate, which evidences an assignment by operation of law, be cross-indexed.

The name and address of the party to the Certificate are as follows:

Lessee: Occidental Chemical Corporation  
360 Rainbow Boulevard South  
Niagara Falls, New York 14303  
Attn: Debt Compliance

January 14, 1988  
Page 2

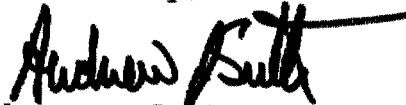
A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

A fee of \$10.00 is enclosed. Please return the original to the undersigned at 11377 West Olympic Blvd., 10th Floor, Los Angeles, California 90064.

A short summary of the document to appear in the index follows:

Officer's Certificate of Occidental Chemical Corporation, 360 Rainbow Boulevard South, Niagara Falls, New York 14303, Attn: Debt Compliance, dated January 12, 1988, relating to succession by merger of Occidental Chemical Corporation to rights of Occidental Chemical Properties Corporation as lessee under lease covering 213 railroad tank cars, and connected to Trust Indenture and Security Agreement with Recordation No. 13220.

Sincerely,



Andrew J. Sutter  
for

MITCHELL, SILBERBERG & KNUFF  
Attorneys for Occidental Chemical Corporation

AJS:jaa  
Enclosures

cc: John M. Nanos, Esq.  
H. Wayne Taylor, Esq.  
Eric E. Freedman, Esq.

## SCHEDULE A

1. One hundred eleven (111) 17,500 gallon nominal capacity liquid chlorine tank cars, having A.A.R. Mechanical Designation DOT 105A500W, and bearing consecutive reporting marks HOKX 8358 through HOKX 8468.
2. Seventeen (17) 16,000 gallon nominal capacity caustic soda tank cars, having A.A.R. Mechanical Designation DOT 111A100W1, and bearing consecutive reporting marks HOKX 8469 through 8485.
3. Sixty-three (63) 20,000 gallon nominal capacity hydrochloric acid (muriatic acid) tank cars, having A.A.R. Mechanical Designation DOT 111A100W5, and bearing consecutive reporting marks HOKX 8295 through HOKX 8357.
4. Six (6) 5,750 cu. ft. 5 PSI diatomaceous earth covered hopper cars, bearing consecutive reporting marks OCCX 9001 through OCCX 9006.
5. Sixteen (16) 14,5000 gallon nominal capacity tank cars, having A.A.R. Mechanical Designation DOT 111A100W1, bearing reporting marks OCCX 6001, OCCX 6018, OCCX 6050, OCCX 6051, OCCX 6054, OCCX 6056, OCCX 6057, OCCX 6060, OCCX 6061, OCCX 6062, OCCX 6066, OCCX 6067, OCCX 6069, OCCX 6071, OCCX 6074, and OCCX 6076.

# Interstate Commerce Commission

Washington, D.C. 20423

## OFFICE OF THE SECRETARY

Andrew J. Sutter  
Mitchell, Silberberg & Knupp  
Trident Center  
11377 West Olympic Blvd.  
Los Angeles, CA 90064

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 1/15/88 at 10:15AM, and assigned recordation number(s).

9247-F & G, 9248-E & F, 12288-A & B, 12834-C & D  
13064-E, 13814-E & 13220-I

Sincerely yours,

*Norita L. McEneaney*

Secretary

Enclosure(s)

F-321L

REGISTRATION NO. 13220-7  
FILED 1988

OCCIDENTAL CHEMICAL CORPORATION JAN 13 1988 - 10 15 AM

Officer's Certificate

INTERSTATE COMMERCE COMMISSION

This certificate is executed and delivered with reference to the following facts:

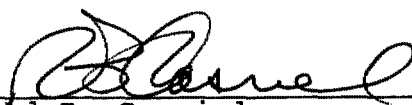
A. Oxychem Properties Corporation, a California corporation (the "Disappearing Corporation"), was the lessee under that Equipment Lease Agreement, dated as of April 1, 1981 (the "Lease"), with Aubrey G. Lanston & Co., Inc., a New York corporation ("Lanston"), as lessor, which instrument was filed pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code ("Section 11303") and recorded under recordation no. 13220-A. The Lease was entered into in connection with that Trust Indenture and Security Agreement, dated as of April 1, 1981, between Lanston and First Security Bank of Utah, National Association, which instrument was filed pursuant to the provisions of Section 11303 and recorded under recordation no. 13220.

B. Pursuant to the merger, effective November 30, 1987 (the "Merger"), of the Disappearing Corporation with and into Occidental Chemical Corporation, a New York corporation (the "Surviving Corporation"), the Surviving Corporation succeeded by operation of law to, among other things, all of the Disappearing Corporation's right, title and interest in, to and under the Lease.

C. The Surviving Corporation desires to evidence on the records of the Interstate Commerce Commission its succession to the Disappearing Corporation's right, title and interest in, to and under the Lease.

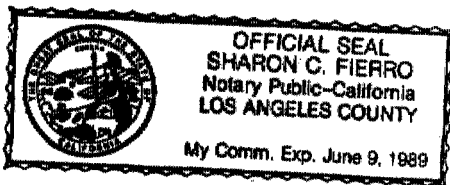
The undersigned, Vice President and Treasurer of the Surviving Corporation, does hereby certify that attached hereto is a certified copy of the Certificate of Merger filed with the Department of State of the State of New York, which Certificate of Merger was so filed, and was also filed with the Secretary of State of the State of California, in order to consummate the Merger.

IN WITNESS WHEREOF, I have hereunto signed my name this 12<sup>th</sup> day of January, 1988.

  
\_\_\_\_\_  
Ronald B. Casriel  
Vice President and Treasurer

STATE OF CALIFORNIA       )  
                                  ) SS  
COUNTY OF LOS ANGELES    )

On this 12<sup>th</sup> day of January, in the year 1988,  
before me, the undersigned, a Notary Public in and for said  
County and State, personally appeared Ronald B. Casriel,  
personally known to me (or proved to me on the basis of  
satisfactory evidence) to be the person who executed the  
within instrument as Vice President and Treasurer of the  
corporation therein named and acknowledged to me that he  
executed it.



Sharon C. Fierro  
Notary Public

My Commission Expires June 9, 1989

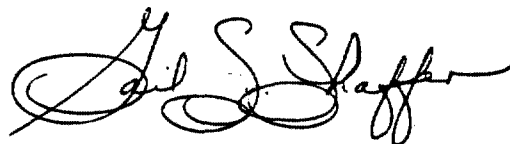
State of New York }  
Department of State } ss.:

087493

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

DEC 08 1987

A handwritten signature in cursive script, appearing to read "L. S. Shaffer", written in dark ink.

Secretary of State

CERTIFICATE OF MERGER

OF

OCCIDENTAL ELECTROCHEMICALS CORPORATION  
OXYCHEM PROPERTIES CORPORATION  
B.D.M. CHEMICAL CORPORATION

INTO

OCCIDENTAL CHEMICAL CORPORATION

-----  
Under Section 905 of the  
New York Business Corporation Law  
-----

Pursuant to the provisions of Section 905 of the  
New York Business Corporation Law, the undersigned hereby  
certify:

FIRST: The name of the constituent parent and  
surviving corporation is Occidental Chemical Corporation, a  
corporation organized and existing under the laws of the  
State of New York (originally formed under the name of  
Hooker Electrochemical Company). Occidental Chemical  
Corporation owns all of the outstanding shares of the  
following constituent subsidiary corporations:

<u>Name of Subsidiary</u>	<u>Name under which subsidiary was originally formed, if different from present name</u>
Occidental Electrochemicals Corporation	Diamond Alkali Company
Oxychem Properties Corporation	(same)
B.D.M. Chemical Corporation	(same)

SECOND: As to each subsidiary corporation, the  
designation and number of outstanding shares and the number  
of such shares owned by the surviving corporation are as  
follows:



<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Occidental Chemical Corporation</u>
Occidental Electro-chemicals Corporation	1,000 Common	1,000 Common
Oxychem Properties Corporation	1,000 Common	1,000 Common
B.D.M. Chemical Corporation	100 Common	100 Common

None of the shares of these subsidiary corporations is subject to change prior to the effective date of the merger.

THIRD: The certificate of incorporation of Occidental Chemical Corporation was filed in the Office of the Department of State of the State of New York on the 6th day of November, 1909.

FOURTH: The following information is given with respect to the subsidiary corporations:

<u>Name of Subsidiary</u>	<u>State of Incorp.</u>	<u>Date of Incorp.</u>	<u>Date of Filing Application for Authority to do Business in N.Y.</u>
Occidental Electro-chemicals Corporation	Delaware	12/28/28	1/2/47
Oxychem Properties Corporation	California	12/10/76	None
B.D.M. Chemical Corporation	Colorado	1/17/66	None

None of these subsidiary corporations uses a fictitious name in New York pursuant to article thirteen of the New York Business Corporation Law.

FIFTH: The merger is permitted by the laws of the state of incorporation of each foreign subsidiary corporation and is in compliance therewith.

SIXTH: The surviving corporation owns all of the outstanding shares of each subsidiary corporation to be merged.

SEVENTH: The plan of merger was adopted by the Board of Directors of the surviving corporation.

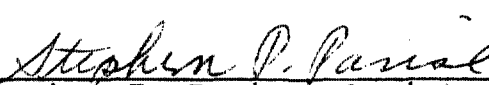
IN WITNESS WHEREOF, this certificate has been signed on the 25th day of November, 1987 and the statements contained herein are affirmed as true under penalties of perjury.

OCCIDENTAL CHEMICAL CORPORATION

By:

  
\_\_\_\_\_  
Ronald B. Casriel, Vice President

By:

  
\_\_\_\_\_  
Stephen P. Parise, Assistant Secretary



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CT

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 30 1987

AMT. OF CHECK \$ 80

FILING FEE \$ 60

TAX \$           

COUNTY FEE \$           

COPY \$ 10

CERT \$           

REFUND \$           

SPEC HANDLE \$ 10

BY: New

CERTIFICATE OF MERGER

OF

- ① OCCIDENTAL ELECTROCHEMICALS CORPORATION
- ② OXYCHEM PROPERTIES CORPORATION
- ③ B.D.M. CHEMICAL CORPORATION

INTO

- ④ OCCIDENTAL CHEMICAL CORPORATION

FOR-DEL UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW

① asent-12/11/86

CKG-Diamond Alkali  
Company- 11/2/47

NY CO  
A-449

L-13434260-3

② NR

③ NR

④ asent-4/11/82

CKG-Hooker Electrochemical  
Company- 11/6/09

NY CO

697-81

L-13571339-5  
2007 PV 45.00

Steve Parise  
OCCIDENTAL PETROLEUM CORPORATION  
10889 Wilshire Boulevard  
Los Angeles, CA 90024

BILLEI